

1 **RESOLUTION**  
2 **NUMBER**

**AAD/A 004 (A-26)**

3  
4 **TITLE**

Modernizing Academy Governance to Enhance  
Strategic Continuity and Operational Oversight

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8 **INTRODUCED BY**

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10 **WHEREAS**, the American Academy of Dermatology (AAD) has achieved a level of  
11 organizational complexity that requires the most robust governance structures available  
12 to professional medical societies; and

13 **WHEREAS**, successful governance models in peer organizations (most notably the  
14 American Medical Association) utilize a Chair of the Board to provide the Executive  
15 Director and staff with a consistent, multi-year strategic partner to ensure continuity  
16 across presidential transitions; and

17 **WHEREAS**, a professionalized governance model provides a clear distinction between  
18 the President's external role as the voice of the membership and the Chair's internal role  
19 in facilitating the execution of the Board's long-term vision; and

20 **WHEREAS**, a stable, physician-led oversight mechanism assists the Executive Director  
21 in navigating a rapidly evolving legislative and regulatory environment by ensuring that  
22 advocacy and educational initiatives remain aligned with the Board's multi-year strategic  
23 plan; AND

24 **THEREFORE BE IT RESOLVED**, that the AAD Advisory Board recommends the Board  
25 of Directors consider an amendment to the Academy Bylaws to establish the Office of  
26 the Chair of the Board; and

27 **BE IT FURTHER RESOLVED**, that the Chair shall be a Fellow of the Academy, elected  
28 by the Board of Directors, to provide a stable and dedicated internal liaison between the  
29 Board and Academy operations to ensure the implementation of Board-approved  
30 strategy; and

31 **BE IT FURTHER RESOLVED**, that the Board of Directors shall determine the specific  
32 qualifications, term length, and election process for the Office of the Chair to ensure  
33 optimal integration with existing leadership structures; and

34 **BE IT FURTHER RESOLVED**, that the executive leadership of the Academy be  
35 organized as a quadrumvirate consisting of the President, the Chair of the Board, the  
36 Secretary-Treasurer, and the Executive Director;

37 **BE IT FURTHER RESOLVED**, that the President shall remain the highest-ranking  
38 elected officer and presiding voice of the Academy, retaining the tie-breaking vote within

39 the executive leadership group to ensure that the Academy remains fundamentally  
40 member-led.

**Does the resolution fall within the scope of the AAD and AADA bylaws, mission, vision, or strategic goals?**

41 Yes.

42 **Relevant Background and/or AAD Policy Considerations:**

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44 American Academy of Dermatology/Association Governance Structure:

45 The governance structure of the American Academy of Dermatology/Association is  
46 defined in the organization's bylaws. Following are the responsibilities of the President,  
47 Secretary-Treasurer and Executive Director & CEO of the American Academy of  
48 Dermatology/Association as defined in the Board of Directors approved position  
49 descriptions:

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51 *President (Elected by the Membership)* - The President's core duties are to lead, govern,  
52 and publicly represent the American Academy of Dermatology/Association. The  
53 President chairs the Board of Directors and Executive Committee, presides over their  
54 meetings and the members' business meetings, and works closely with the Secretary-  
55 Treasurer and CEO & Executive Director to set agendas, oversee implementation of the  
56 strategic plan, and ensure organizational effectiveness and legal/ethical compliance.  
57 They serve as the official spokesperson for the Academy, representing it at national and  
58 international dermatology meetings and in media, and are expected to protect the  
59 Academy's reputation, uphold bylaws and fiduciary duties, communicate regularly with  
60 leadership, and help supervise and evaluate the CEO. The President also serves as an  
61 ex officio member (voting on key committees such as Board, Budget, Compensation,  
62 and Scientific Assembly; non-voting on other councils and task forces), appoints ad hoc  
63 task forces, participates in or hosts fundraising and recognition activities, and fulfills a  
64 substantial ongoing time commitment of meetings, calls, events, and  
65 member/outside-partner communications.

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67 *Secretary-Treasurer (Selected by the Board of Directors)* - The Secretary-Treasurer of  
68 the American Academy of Dermatology/Association serves as the primary financial and  
69 accounting officer, overseeing accurate maintenance of the Academy's financial records  
70 and timely reporting on major funds (RIF, SRF, GOF) to the Board. Key responsibilities  
71 include supervising preparation of the annual budget, reviewing the annual audit and  
72 reporting results to the membership, reviewing disclosure statements and making final  
73 conflict-of-interest determinations, and helping review disciplinary complaints. The  
74 Secretary-Treasurer ensures accurate minutes and required notices for Board and  
75 Executive Committee meetings, safeguards and properly invests the Academy's assets,  
76 confirms that current bylaws are maintained, and works with the President, CEO, and  
77 legal counsel to ensure legal, regulatory, and ethical compliance and to support strategic  
78 plan implementation and organizational effectiveness. The role also includes attending  
79 all Board meetings, participating in CEO supervision and evaluation, maintaining archival  
80 records of historical value, fulfilling fiduciary duties, contributing annually to the  
81 philanthropic program, and serving ex officio (often as chair) on multiple key committees  
82 such as Budget, Compensation, Audit, Investments, Organizational Structure, Scientific  
83 Assembly, Community/Corporate/Philanthropic Relations, and Appointment Selection.

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*Executive Director & CEO (Selected by the Board of Directors)* - The Executive Director/CEO is responsible for leading and overseeing American Academy of Dermatology/Association's day-to-day operations, staff, and resources in line with Board-approved policies, rules, and strategic direction. They support the Board and Executive Committee by helping develop and implement objectives, policies, plans, and programs; enforcing AAD/A rules and regulations; and ensuring the offices are adequately staffed and equipped within the approved budget. The role includes facilitating effective information flow between members and staff, monitoring revenues and expenditures, executing contracts within delegated authority, and managing all aspects of staff employment (hiring, assignments, promotions, compensation, evaluations, and terminations) in accordance with AAD policies, with consultation on senior-level personnel decisions. The Executive Director/CEO reports to the Board (or its Executive Committee), the President, and the Secretary-Treasurer for daily operations, and also represents AAD/A before government bodies and other organizations in dermatology and health care.

Any change to the governance structure requires bylaws change which is voted on by the membership.

#### Recommended Structure

While different than what is included in the resolution, the American Medical Association has a governance structure which has a President, Chair of Board for Trustees, Secretary, and Executive Vice President/CEO. In many organizations the President and Chair of Board are the same position:

*President* - The AMA President is an elected officer who serves as the senior ceremonial and physician leader of the Association, with duties and privileges defined in the AMA Bylaws section on "Duties and Privileges of Officers." In that role, the President represents the AMA and its policies to members, the public, and external organizations; works within the House of Delegates framework that sets AMA policy; and functions as one of the corporate officers alongside the President-Elect, Immediate Past President, Secretary, and Board of Trustees members. The President is an ex-officio voting member of the Board. A significant part of the AMA President's role is traveling and speaking on behalf of the association.

*Chair of Board of Trustees* - The AMA Chair leads the Board of Trustees in exercising its fiduciary and corporate responsibilities. As presiding officer of the Board, the Chair organizes and leads Board meetings and Executive Committee meetings, ensures the Board "has charge of the property and financial affairs of the Association," and that it performs the duties prescribed by law for corporate directors and by the AMA Bylaws, including overseeing funds, assets, and implementation of House of Delegates policies. The Chair makes and coordinates assignments for Trustees. The Board Chair also serves as a liaison between the executive staff and the rest of the Board.

*Secretary* - The AMA Secretary is one of the Association's corporate officers and is responsible for core record-keeping and documentation functions in support of the House of Delegates and Board of Trustees. The Secretary's duties include ensuring that official records (such as minutes, notices, certifications, and other required documents) are properly prepared, maintained, and attested; helping implement provisions of the Constitution and Bylaws that rely on official notices or certifications; and carrying out any

additional responsibilities assigned by the House of Delegates or Board consistent with the role of a corporate secretary.

*Executive Vice President/CEO* - Executive Vice President/CEO is the Association's chief executive officer, responsible for overall management and performance of the AMA in line with its vision, goals, and priorities. This role manages and directs the day-to-day operations of the AMA, including advocacy activities, and performs the duties commonly required of a corporate chief executive, such as overseeing staff, programs, and business functions. The EVP/CEO serves as the primary bridge between AMA management and the Board of Trustees, supports the Board's oversight of management systems and risk, and is specifically charged with ensuring that the AMA has an active, effective risk-management program.

#### **Fiscal/Resource Impact:**

##### *Fiscal Impact:*

- Honorarium for Chair of the Board – TBD

##### *Member and Staff Resource:*

- Board of Directors – TBD – Depends on process
  - o Develop new governance structure for membership bylaws vote.
  - o Submit Bylaws Amendment to Membership.
- Staff Resources – Hours TBD – Depends on process.
  - o Support Board of Directors on developing new governance structure for membership bylaws vote.
  - o Support Bylaws Amendment Process.
  - o Implement new structure.

#### **References:**

- Bylaws of the American Academy of Dermatology  
<https://assets.ctfassets.net/1ny4yoiyrgia/7lk0GuBgwHXZIBQVD1GALr/177ad86fc273e5fbc308ffc5efde51eb/AAD-Bylaws-2024.pdf>
- President Position Description – Approved by the Board of Directors
- Secretary-Treasurer Position Description – Approved by the Board of Directors
- Executive Director & CEO Contract – Approved by the Board of Directors
- American Medical Association Constitution and Bylaws - <https://www.ama-assn.org/system/files/ama-constitution-and-bylaws.pdf>
- Executive Vice President AMA Policy - <https://policysearch.ama-assn.org/policyfinder/detail/executive%20vice%20president?uri=%2FAMADoc%2FHODGOV.xml-0-114.xml>